



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. 8837 Filed & Recorded

7-2234C26

AUG 11 1977 - 1 21 PM

August 10, 1977

RECEIVED
I.C.C. DIVISION
AUG 11 12 55 PM '77
OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

DATE AUG 11 1977

FOO 10

ICC Washington, D.C.

Gentlemen:

Enclosed for recordation under the provisions of Section 20(c) of the Interstate Commerce Act, as amended, are the four original counterparts of a Release and Discharge.

The enclosed document discharges that certain Interim Purchase Money Security Agreement filed and recorded with the Interstate Commerce Commission on July 27, 1977 at 12:50 P.M. and assigned Recordation No. 8837-B.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Debtor:

SSI Rail Corp.
Two Embarcadero Center
San Francisco, California 94111

Secured Party:

ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The undersigned is the Secured Party mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return two counterparts of the Release and Discharge to Robert W. Montgomery, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

ACF INDUSTRIES, INCORPORATED

R. W. Montgomery
R. W. Montgomery
Assistant Secretary

SECURED PARTY AS AFORESAID

Enclosures
rwm:ma

Interstate Commerce Commission
Washington, D.C. 20423

8/11/77

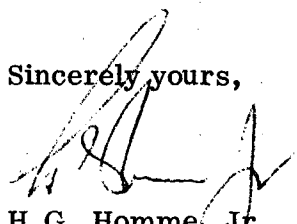
OFFICE OF THE SECRETARY

R.W. Montgomery
Assistant Secretary
ACF Industries, Incorp.
750 Third Ave.
N.Y., N.Y. 10017

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **8/11/77** at **1:05pm**,
and assigned recordation number(s) **8837-G**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

Partial

RELEASE AND DISCHARGE

8837-4
AUG 11 1977-1 11 PM

This Release and Discharge dated August 10, 1977 from ACF INDUSTRIES, INCORPORATED (the "Secured Party") whose principal office is at 750 Third Avenue, New York, New York, to SSI RAIL CORP. (the "Debtor"), whose principal office is at Two Embarcadero Center, San Francisco, California 94111.

W I T N E S S E T H:

WHEREAS, the Debtor by an Interim Purchase Money Security Agreement (the "Security Agreement") granted a security interest to the Secured Party in certain railroad equipment (the "Collateral") more particularly described in Schedule A attached hereto as security for the payment of the purchase price of the Collateral; and

WHEREAS, the Security Agreement has been filed and recorded by the Interstate Commerce Commission on July 27, 1977 at 12:50 P.M. pursuant to the provisions of Section 20c of the Interstate Commerce Act and has been assigned Recordation No. 8837-B; and

WHEREAS, the purchase price of the Collateral and all other sums secured by the Security Agreement have been paid in full;

NOW, THEREFORE, in consideration of the premises and of the sum of \$1.00 and other good and valuable consideration, the receipt whereof is hereby acknowledged and in pursuance of the terms and provisions of the Security Agreement, the Secured Party hereby releases and relinquishes any and all right, title, claim or demand of the Secured Party in and to the Collateral arising by, through or under the Security Agreement and further authorizes this Release and Discharge to be filed with and recorded by the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act in order to discharge the Security Agreement and to satisfy the same of record.

IN WITNESS WHEREOF the Secured Party has caused this instrument to be executed all as of the date and year first above written.

ACF INDUSTRIES, INCORPORATED

By 

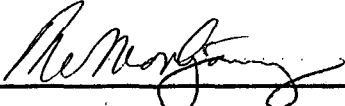
Its

TREASURER

Secured Party

(Corporate Seal)

Attest:



ASSISTANT SECRETARY

DESCRIPTION OF COLLATERAL

50 - 70-Ton 50'6" single sheath Box Cars (AAR Mechanical Designation XM) bearing identifying numbers ADN 8150 through 8199, both inclusive.

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 10th day of August, 1977, before me personally appeared W. C. ANDERSON, to me personally known, who being by me duly sworn, says he is **TREASURER** of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Olivia E. Walsh
Notary Public

(SEAL)

My commission expires:

OLIVIA E. WALSH
Notary Public, State of New York
No. 41-8520220 Qual. in Queens Co.
Certificate Filed in New York County
Commission Expires March 30, 1978

EXHIBITS

[illegible]

EXHIBIT B

<u>Lessor Under Lease</u>	<u>Date of Lease</u>	<u>Date and Time of Filing of Lease with ICC</u>	<u>ICC Recordation Number for Lease</u>
Birmingham Trust National Bank, as trustee	4/1/76	10:30 A.M. 4/22/76	8298-B
First Security Bank of Utah, N.A., as trustee	3/15/76	11:45 A.M. 5/12/76	8322-B
McDonnell Douglas Finance Corporation	3/16/76	2:20 P.M. 3/26/76	8246
Rainier Bank Equipment Leasing, Inc.	3/31/77	11:20 A.M. 4/1/77	8770
Seattle First National Bank	2/18/76	2:10 P.M. 2/23/76	8219
Pittsburgh National Bank of Detroit	7/20/77	3:30 P.M. 7/20/77	8837-A
Mellon National Leasing Company	11/23/76	1:45 P.M. 12/14/76	8610
North Carolina National Bank	7/18/77	3:30 P.M. 7/20/77	8838-A
Schuler Industries, Inc.	11/1/77	1:10 P.M. 11/4/77	9050-A
Manufacturers Hanover Leasing Corporation	6/28/77	2:30 P.M. 6/30/77	8870

EXHIBIT C

Page 1

<u>Lessee under Lease</u>	<u>Date of Lease</u>	<u>Date & Time of Filing of Lease with ICC</u>	<u>ICC Recordation Number for Lease</u>
Apache Railway Company	6/1/76	2/23/77 11:40 a.m.	8709
Apalachicola Northern Railroad Company	1/25/77	7/20/77 3:45 p.m.	8796-C
Arkansas & Louisiana Missouri Railway	6/14/77	10/21/77 1:05 p.m.	9049
Ashley Drew & Northern Railway Company	3/29/77	5/27/77 1:45 p.m.	8837
Atlanta & St. Andrews Bay Railroad Company	9/1/75	4/26/76 2:20 p.m.	8246-B
Atlanta & St. Andrews Bay Railroad Company	10/5/76	11/19/76 10:30 a.m.	8582
Cadiz Railroad Company	11/10/76	1/10/77 2:05 p.m.	8654
Camino, Placerville and Lake Tahoe Railway Company	2/9/77	4/27/77 12:45 p.m.	8798
Chattahoochee Industrial Railroad	2/14/77	4/1/77 11:20 a.m.	8770-A

EXHIBIT C

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<u>Lessee under Lease</u>	<u>Date of Lease</u>	<u>Date & Time of Filing of Lease with ICC</u>	<u>ICC Recordation Number for Lease</u>
City of Prineville Railway	4/26/77	7/20/77 3:45 p.m.	8896
Clarendon & Pittsford Railroad Company	10/18/76	1/12/77 1:45 p.m.	8658
Corinth & Counce Railroad Company	4/29/77	5/27/77 1:45 p.m.	8838
Escanaba and Lake Superior Railroad Company	12/22/76	1/10/77 2:05 p.m.	8653
Green Mountain Railroad Company	8/6/76	10/21/77 1:05 p.m.	9050
Greenville & Northern Railway Company	8/6/76	11/25/77 1:15 p.m.	9102
FMC Chemical	12/3/76	5/11/77 1:15 p.m.	8809-A
Lake Erie, Franklin & Clarion Railroad Company	1/3/77	1/21/77 2:30 p.m.	8668
Marinette, Tomahawk & Western Railroad Co.	3/26/76	6/30/77	8871

EXHIBIT C

Page 3

<u>Lessee under Lease</u>	<u>Date of Lease</u>	<u>Date & Time of Filing of Lease with ICC</u>	<u>ICC Recordation Number for Lease</u>
Massena Terminal Railroad Company	9/16/77	11/10/77 2:20 p.m.	9074
McCloud River Railroad Company	4/20/77	5/11/77 1:15 p.m.	8819
Meridian & Bigbee Railroad Company	6/1/77	11/10/77 2:20 p.m.	9072
Minnesota, Dakota and Western Railway Company	6/22/76	10/1/76 3:30 p.m.	8501
New Orleans Public Belt Railroad	6/17/77	7/26/77 9:15 a.m.	8904
North Louisiana & Gulf Railroad Company	7/21/77	11/10/77 2:20 p.m.	9073
Pearl River Valley Railroad Company	3/24/76	8/27/76 1:30 p.m.	8487-A
Port Huron & Detroit Railroad Company	2/22/77	4/27/77 12:45 p.m.	8799
Providence & Worcester Company	1/14/77	1/21/77 2:30 p.m.	8669
Providence & Worcester Company	9/30/77	11/10/77 2:20 p.m.	9071

EXHIBIT C

Page 4

<u>Lessee under Lease</u>	<u>Date of Lease</u>	<u>Date & Time of Filing of Lease with ICC</u>	<u>ICC Recordation Number for Lease</u>
Sabine River & Northern Railroad Company	3/26/76	9/1/76 1:50 p.m.	8272-E
Sierra Railroad Company	9/1/75	1/18/77 3:05 p.m.	8457
Rockdale, Sandow & Southern Railroad Company	9/16/77	11/10/77 2:20 p.m.	9075
Terminal Railway Alabama State Docks	4/4/77	4/27/77 12:45 p.m.	8797
Texas, Oklahoma and Eastern Railroad Company	7/11/77	9/8/77 11:10 a.m.	8983
Toledo, Peoria and Western Railroad Company	1/12/77	1/24/77 2:45 p.m.	8676
Valdosta Southern Railroad Company	3/26/76	5/25/76 10:45 a.m.	8343-A
Vermont Northern Railroad Company/ St. Jojhsbury & Lamoille County Railroad	12/30/75	4/11/77 11:30 a.m.	8457-J 8457-K
Vermont Railway, Inc.	12/4/75	3/26/76 2:20 p.m.	8246-B